

P00000041982

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000020042 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

IIST INFOSYS USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 26 PM 2:01

H00000020042

ARTICLES OF INCORPORATION

OF

IIST Infosys USA, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

I. NAME

The name of this corporation and initial office is:

IIST Infosys USA, Inc.

14 Lake Arca 6th Street
Nungambakkam, Madras 600 034 / India
011-91-44-821-5449

I. Duration

The period of its duration is perpetual.

III. Capital Stock

The corporation is authorized to issue 10,000,000 shares, all of one class, at \$0.01 par value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Barry Matz

9400 South Dadeland Blvd #620
Miami, FL 33156

Prepared By:

EVAN MATZ

9400 S. Dadeland
BLVD

Suite 620

Miami, FL 33156

H00000020042

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 26 PM 2:01

H00000020042. V. PURPOSE

The general purpose for which the corporation is organized for Data Processing Services and shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of America.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director(s) of this Corporation are:

Natarajan Ramamurthy..... Director / President

14 Lake Area 6th Street
Nungambakkam, Madras 600 034 / India

Revathy Ramamurthy..... Director/ Vice President

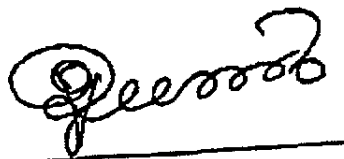
14 Lake Area 6th Street
Nungambakkam, Madras 600 034 / India

VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Natarajan Ramamurthy

14 Lake Area 6th Street
Nungambakkam, Madras 600 034 / India

H00000020042

Signed by: **Natarajan Ramamurthy**

VIII. BYLAW AMENDMENT

H00000020042

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

H00000020042

XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation

H000000020042

H000000020042

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE: NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In
pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

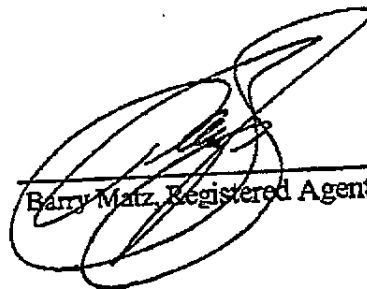
First - That **IIST Infosys USA, Inc.**

desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida has named as its agent to accept service within this state,

Barry Matz _____ located at
9400 South Dadeland Blvd #620
Miami, FL 33156

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Barry Matz, Registered Agent

H000000020042

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 26 PM 2:01